

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX
RCA 233663
WUD 125547
WUI 620976

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SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
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FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
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GEORGE T. LOWY
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JAMES H. DUFFY
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RICHARD J. HIEGEL
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CHRISTINE BESHAR
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DAVID O. BROWNWOOD
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THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN

RECORDATION NO. 11630-B Filed 1425

MAY 1 1980 12 25 PM

INTERSTATE COMMERCE COMMISSION

No. 0-122A042
Date MAY 1 1980
Fee \$ 10.00
100 Washington, D. C.

RECEIVED
MAY 1 12 22 PM '80
FEE OPERATION
COUNSEL
CAROL E. MAW
ALBERT J. DONNELLY
FRANK H. DETWEILER
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TELEX: 290530
33 THROGMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE 01-606-1421
TELEX: 8814901
CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

April 30, 1980

Amendment Agreement No. 2 Dated as of April 29, 1980
Amending Equipment Trust Agreement
Filed under Recordation No. 11630

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Railbox Company for filing and recordation counterparts of the following document:

Amendment Agreement No. 2 dated as of April 29, 1980, between Mercantile-Safe Deposit and Trust Company, as Trustee, and Railbox Company, as Company.

Amendment Agreement No. 2 amends an Equipment Trust Agreement dated as of March 1, 1980, previously filed and recorded with the Interstate Commerce Commission on April 7, 1980, at 10:50 a.m., Recordation Number 11630 and an Amendment Agreement dated as of April 10, 1980, previously filed and recorded with the Interstate Commerce Commission on April 21, 1980, at 2:05 p.m., Recordation Number 11630-A.

Amendment Agreement No. 2 amends Schedule I to the Equipment Trust Agreement to correct an ACF car number.

Please file and record Amendment Agreement No. 2 submitted with this letter and assign it Recordation Number 11630-B.

File
under
11630-B
C. O'Donoghue
Cindy K. Wolf

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for Amendment Agreement No. 2.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
as Agent for Railbox Company

Agatha L. Mergenovich,
Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Interstate Commerce Commission
Washington, D.C. 20423

5/1/80

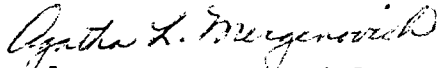
OFFICE OF THE SECRETARY

Laurance V. Goodrich
Cravath, Swaine & Mopre
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5/1/80** at **12:25pm**, and assigned re-
recording number(s). **11630-B**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 11630-B Filed 1425

MAY 1 1980 - 12 25 PM

Series 6A
[CS&M Ref. 2164-103]

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT NO. 2 dated as of
April 29, 1980, between MERCANTILE-SAFE
DEPOSIT AND TRUST COMPANY, a Maryland banking
corporation ("Trustee"), and RAILBOX COMPANY,
a Delaware corporation ("Company").

WHEREAS the Trustee and the Company have entered
into an Equipment Trust Agreement dated as of March 1,
1980 ("Trust Agreement"), filed and recorded with the
Interstate Commerce Commission pursuant to 49 U.S.C. § 11303
on April 7, 1980, at 10:50 a.m., and assigned recordation
number 11630;

WHEREAS the parties hereto have entered into an
Amendment Agreement dated as of April 10, 1980 ("Amendment
Agreement"), amending the Trust Agreement;

WHEREAS the Amendment Agreement was filed with the
Interstate Commerce Commission on April 21, 1980, and was
assigned recordation number 11630-A; and

WHEREAS the parties hereto desire to amend
Schedule I of the Trust Agreement with respect to one ACF,
Incorporated, 50' 6", 70-ton capacity, general service box
car with 10' doors by deleting car number 34055 and substi-
tuting therefore car number 34085.

NOW, THEREFORE, in consideration of the mutual

agreements herein contained, the parties hereto agree as follows:

1. Schedule I to the Trust Agreement is hereby deleted and restated in its entirety as set forth in Schedule I attached hereto.

2. Except as amended hereby, the Trust Agreement shall remain in full force and effect.

3. The Company will promptly cause this Amendment Agreement No. 2 to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

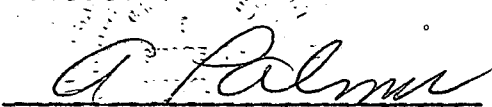
MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, Trustee,

by


Assistant Vice President

[Corporate Seal]

Attest:


ASSISTANT Corporate Trust Officer

RAILBOX COMPANY,

by

Treasurer

[Corporate Seal]

Attest:

Assistant Secretary

STATE OF MARYLAND,)
) ss.:
COUNTY OF BALTIMORE,)

On this 30th day of April 1980, before me personally appeared R. E. SCHREIBER, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Patricia A. Shilow

[NOTARIAL SEAL]

My Commission expires: 7-1-82

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this day of 1980, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Treasurer of RAILBOX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[NOTARIAL SEAL]

My Commission expires:

SCHEDULE I

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>
50'6", 70-ton capacity, general service box car with 10' door	Whittaker Corpo- ration, Berwick Forge and Fabri- cating Division	186	40564-40749	XM
50'6", 70-ton capacity, general service box car with 10' door	PACCAR Inc	50	40200-40249	XM
50'6", 70-ton capacity, general service box car with 10' door	FMC Corporation	570	37750-38319	XM
50'6", 70-ton capacity, general service box car with 10' door	Pullman Incorporated (Pullman Standard Division)	1,024	40750-41173 43350-43949	XM
50'6", 70-ton capacity, general service box car with 10' door	ACF, Incorporated	28	33627, 33666 33673, 33675 33677, 33683 33689, 33695 33701, 33703 33740, 33838 33961, 34010 34014 34020, 34021 34035, 34049 34060, 34065 34073, 34084 34085, 34091 34093, 34094 34096	XM
50'6", 70-ton capacity, general service box car with 10' door	ACF, Incorporated	<u>310</u>	35750-36059	XM
		<u><u>2,168</u></u>		

AMENDMENT AGREEMENT NO. 2 dated as of April 29, 1980, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland banking corporation ("Trustee"), and RAILBOX COMPANY, a Delaware corporation ("Company").

WHEREAS the Trustee and the Company have entered into an Equipment Trust Agreement dated as of March 1, 1980 ("Trust Agreement"), filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 7, 1980, at 10:50 a.m., and assigned recordation number 11630;

WHEREAS the parties hereto have entered into an Amendment Agreement dated as of April 10, 1980 ("Amendment Agreement"), amending the Trust Agreement;

WHEREAS the Amendment Agreement was filed with the Interstate Commerce Commission on April 21, 1980, and was assigned recordation number 11630-A; and

WHEREAS the parties hereto desire to amend Schedule I of the Trust Agreement with respect to one ACF, Incorporated, 50' 6", 70-ton capacity, general service box car with 10' doors by deleting car number 34055 and substituting therefore car number 34085.

NOW, THEREFORE, in consideration of the mutual

agreements herein contained, the parties hereto agree as follows:

1. Schedule I to the Trust Agreement is hereby deleted and restated in its entirety as set forth in Schedule I attached hereto.

2. Except as amended hereby, the Trust Agreement shall remain in full force and effect.

3. The Company will promptly cause this Amendment Agreement No. 2 to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, Trustee,

by

Assistant Vice President

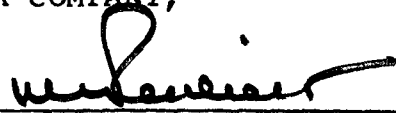
[Corporate Seal]

Attest:

Corporate Trust Officer

RAILBOX COMPANY,

by



~~Treasurer~~
VICE PRESIDENT - FINANCE

[Corporate Seal]

Attest:



Assistant Secretary

STATE OF MARYLAND,)
) ss.:
COUNTY OF BALTIMORE,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[NOTARIAL SEAL]

My Commission expires:

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

Vice President - Finance

N.V. Garhart

On this *30th* day of *April* 1980, before me personally appeared *R. E. Zimmerman*, to me personally known, who, being by me duly sworn, says that he is the *Treasurer* of RAILBOX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

J P Hopkins

[NOTARIAL SEAL]

My Commission expires:

My Commission Expires December 27, 1983

SCHEDULE I

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>
50'6", 70-ton capacity, general service box car with 10' door	Whittaker Corpo- ration, Berwick Forge and Fabri- cating Division	186	40564-40749	XM
50'6", 70-ton capacity, general service box car with 10' door	PACCAR Inc	50	40200-40249	XM
50'6", 70-ton capacity, general service box car with 10' door	FMC Corporation	570	37750-38319	XM
50'6", 70-ton capacity, general service box car with 10' door	Pullman Incorporated (Pullman Standard Division)	1,024	40750-41173 43350-43949	XM
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50'6", 70-ton capacity, general service box car with 10' door	ACF, Incorporated	<u>310</u>	35750-36059	XM
		<u><u>2,168</u></u>		